

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

DEUTSCHE BANK TRUST COMPANY
AMERICAS, in its capacity as successor
indenture trustee for certain series of Senior
Notes, *et al.*,

Plaintiffs,

v.

SOWOOD ALPHA FUND LP, *et al.*,

Defendants.

C.A. No. 11-618 GMS

**STIPULATION AND PROPOSED ORDER TO
EXTEND TIME TO RESPOND TO COMPLAINT**

WHEREAS Plaintiffs have filed a motion seeking a stay this action pending further order of this Court or of the United States Bankruptcy Court for the District of Delaware; and

WHEREAS Defendant Jefferies & Company, Inc. (“Jefferies”) has requested, and Plaintiffs have agreed to, an extension of the time for Jefferies to answer, move, or otherwise respond to the Complaint filed in the above-captioned action;

NOW THEREFORE, it is hereby STIPULATED AND AGREED, subject to the approval of the Court, as follows:

1. Jefferies’ time to answer, move or otherwise respond to the Complaint is extended to November 21, 2011, unless the Court orders otherwise and subject to any stay of the proceedings then in effect;
2. Service of the summons and Complaint in the above-captioned action is accepted on behalf of Jefferies as of the date of this stipulation;
3. Plaintiffs and Jefferies agree that, by entering into this stipulation, Jefferies does not waive any defenses or rights provided by statute or common law, including, but not limited

to, any and all defenses based on personal jurisdiction or any other rights or defenses provided by the Federal Rules of Civil Procedure (the “Rules”); provided, however, that Jefferies waives any defenses based upon insufficient service of the Summons and Complaint under Rule 4 of the Rules; and

4. This stipulation is filed without prejudice to Plaintiffs’ right to seek remand of this action to the Superior Court of the State of Delaware, New Castle County; object to the asserted jurisdictional grounds for removal; or otherwise challenge, dispute or disagree with the removal of this action to this Court.

ASHBY & GEDDES

REED SMITH

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Attorneys for Plaintiffs

Attorneys for Defendant Jeffries & Company, Inc.

Dated: September 22, 2011

Dated: September 22, 2011

It is **SO ORDERED**.

Dated: _____, 2011

Gregory M. Sleet
Chief United States District Judge